

RECORDATION NO. 9924-B Filed 1425

DEC 29 1978 -9 05 AM

INTERSTATE COMMERCE COMMISSION

ITEL
CORPORATION
RAIL DIVISION

December 27, 1978

Hon. H.G. Homme, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-373A017

Date DEC 29 1978

Fee \$10.00

ICC Washington, D. C.

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are the following: One original, two counterparts and three photocopies of an Amendment No. 1 dated as of November 13, 1978 to a Lease Agreement dated March 13, 1978 and previously assigned recordation number 9924, between ITEL Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California 94111 and Providence and Worcester Company, 1 Depot Square, Woonsocket, Rhode Island 02895 covering the following railroad equipment:

300 100-ton, 60' general purpose boxcars bearing the identifying numbers PW 60001 through 60300 both inclusive, and the words, "OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED UNDER THE INTERSTATE COMMERCE COMMISSION", printed on each side of each unit.

Also enclosed is our check in the amount of \$10. payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to Allen Harrison, Esq., of Wilmer, Cutler and Pickering, who will be delivering this letter on our behalf.

Very truly yours,

Ruth Meyler
Ruth Meyler
Associate/Legal Services
ITel Transportation Services Group

RMac

TWO EMBARCADERO CENTER
SAN FRANCISCO
CALIFORNIA 94111
(415) 955-9090
TELEX 34-234

RECEIVED
DEC 29 8 53 AM '78
I.C.C.
FEE OPERATION BR.

Amendment Number 1 dated as of November 13, 1978, between ITEL Corporation, Rail Division, a Delaware corporation, ("ITEL Rail"), and the Providence and Worcester Company, a Delaware corporation ("Lessee").

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WITNESSETH:

INTERSTATE COMMERCE COMMISSION

Whereas, ITEL Rail and Lessee are parties to a lease dated as of March 13, 1978 ("the Agreement") with Equipment Schedules Number 1 through Number 6, dated March 13, 1978.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree to amend the Agreement as follows:

1. All terms defined in the Agreement shall have the defined meanings when used in this Amendment.

2. This Amendment shall be effective as of October 1, 1978.

3. For the purposes of determining the rent for the Boxcars bearing the identifying numbers PW 60001-60300 set forth in Equipment Schedule No. 1 to the Agreement, the number "96.5 per cent" shall be substituted in Section 6A (vi) for the number "91.5 per cent".

4. Except as expressly modified by the Amendment, all the terms and provisions of the Lease shall remain in full force and effect.

5. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same investment.

ITEL CORPORATION, RAIL DIVISION

By: [Signature]

Title: Vice President, Finance

Date: November 16, 1978

PROVIDENCE and WORCESTER COMPANY

By: [Signature]

Title: [Signature]

Date: Nov 21, 1978

STATE OF NEW YORK.....

COUNTY OF WESTCHESTER

On this 11th day of NOVEMBER, before me personally appeared Robert H. Gleason to me personally known, who being by me duly sworn says that such person is President of PROVIDENT AND WESTCHESTER that the foregoing Amendment No. 1.... was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Roberta V. Wittenberg
Notary Public

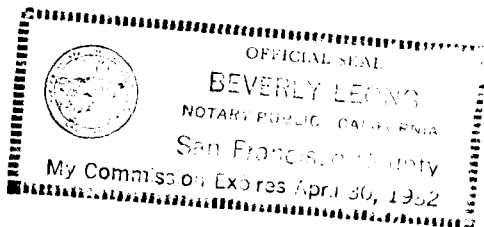
ROBERTA V. WITTENBERG
Notary Public, State of New York
No. 21-4602243

Qualified in New York County
Qualified in Westchester County
Commission Expires March 30, 1956

STATE OF California.....

COUNTY OF San Francisco

On this 16th day of November, before me personally appeared DONALD H. GLEASON to me personally known, who being by me duly sworn says that such person is Chief Engineer of ITEL Corporation, Rail Division, that the foregoing Amendment No. 4.... was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Beverly Leong
Notary Public

I, Beverly Leong being a
notary public, do hereby certify that I have
compared this copy with the original document
and that it is a true and correct copy in all
respects.

